

Debtor's Ex. 64



RESOLUTION ADOPTED ON AUGUST 12, 2022

(Certifying Submission of Fifth Amended Plan of Adjustment for HTA)

WHEREAS, on June 30, 2016, the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”) was enacted;

WHEREAS, Section 101 of PROMESA created the Financial Oversight and Management Board for Puerto Rico (the “Board”);

WHEREAS, on May 21, 2017, the Board issued a restructuring certification pursuant to PROMESA Sections 104(j) and 206 and filed a voluntary petition for relief for the Puerto Rico Highways and Transportation Authority (“HTA”) pursuant to section 304(a) of PROMESA, commencing a case under Title III thereof (the “HTA Title III Case”);

WHEREAS, representatives of the Board, its consultants, and attorneys engaged in extensive discussions with certain holders of bonds (“HTA Holders”) issued by HTA, certain holders of bonds (“CCDA Holders”) issued by the Puerto Rico Convention Center District Authority (“CCDA”), Assured Guaranty Corp. and Assured Guaranty Municipal Corp., solely in their capacities as insurers, and asserted holders, deemed holders, or subrogees with respect to HTA Bonds and CCDA Bonds, and National Public Finance Guarantee Corporation, solely in its capacity as insurer and asserted holder, deemed holder, or subrogee with respect to HTA Bonds, to develop a consensus on the terms of a plan of adjustment for HTA;

WHEREAS, such discussions resulted in the execution of that certain HTA/CCDA Related Plan Support Agreement (the “HTA/CCDA PSA”), among the Board, as representative of the Commonwealth of Puerto Rico (the “Commonwealth”) and HTA, HTA Holders, CCDA Holders, Assured Guaranty Corp. and Assured Guaranty Municipal Corp., solely in their capacities as insurers, and asserted holders, deemed holders, or subrogees with respect to HTA Bonds and CCDA Bonds, and National Public Finance Guarantee Corporation, solely in its capacity as insurer and asserted holder, deemed holder, or subrogee with respect to HTA Bonds, which: (i) resolves certain litigation among the parties; (ii) set forth the terms of securities to be issued pursuant to the plans of adjustment for the Commonwealth and HTA; and (iii) sets forth the agreement of the parties to support the terms of the plans of adjustment for the Commonwealth and HTA consistent with the terms of the HTA/CCDA PSA;

WHEREAS, on April 28, 2022, the Board certified for submission the *Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* (the “Plan”), which incorporates the material terms set forth in the HTA/CCDA PSA;

WHEREAS, on May 2, 2022, the Board filed the Plan in the Title III cases for the Commonwealth and HTA, and a corresponding disclosure statement;

WHEREAS, on May 9, 2022, the Board, as representative of HTA, and the Official Committee of Unsecured Creditors appointed in, among other cases, the HTA Title III Case entered into that certain Letter Agreement on Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority (the “Letter Agreement”) which, among other things, sets forth the terms for the treatment for general unsecured creditors of HTA;

WHEREAS, on May 13, 2022, the Board certified for submission the *Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* (the “Amended Plan”), which reflects the Letter Agreement and certain comments from various parties;

WHEREAS, on May 16, 2022, the Board filed the Amended Plan in the Title III cases for the Commonwealth and HTA, and a corresponding disclosure statement;

WHEREAS, on June 7, 2022, the Board certified for submission the *Second Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* (the “Second Amended Plan”), which reflects further comments from various parties;

WHEREAS, on June 7, 2022, the Board filed the Second Amended Plan in the Title III cases for the Commonwealth and HTA, and a corresponding disclosure statement;

WHEREAS, on June 17, 2022, the Board certified for submission the *Third Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* (the “Third Amended Plan”), which reflects further comments from various parties;

WHEREAS, on June 17, 2022, the Board filed the Third Amended Plan in the Title III cases for the Commonwealth and HTA, and a corresponding disclosure statement;

WHEREAS, on August 5, 2022, the Board certified for submission the *Fourth Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* (the “Fourth Amended Plan”), which reflects further comments from various parties;

WHEREAS, on August 7, 2022, the Board filed the Fourth Amended Plan in the Title III cases for the Commonwealth and HTA;

WHEREAS, the Board, through its consultants and attorneys, developed an amended Fourth Amended Plan (the “Fifth Amended Plan”) that reflects further comments from various parties and certain modifications to resolve the Puerto Rico Fiscal Agency and Financial Advisory Authority’s limited objection to the Third Amended Plan;

WHEREAS, Section 104(j)(2) of PROMESA provides that the Board must certify the submission or modification of a plan of adjustment before such action is taken;

WHEREAS, Section 104(j)(3) of PROMESA provides that the Board may certify a plan of adjustment only if it determines, in its sole discretion, that such plan of adjustment is consistent with the applicable certified fiscal plan;

WHEREAS, after substantial deliberations, the Board has determined to certify for submission the Fifth Amended Plan, which is consistent with the certified fiscal plan for HTA.

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT that Board certifies for submission, pursuant to Section 104(j) of PROMESA, the Fifth Amended Plan, attached hereto at Exhibit 1, as developed by the Board that is consistent with the certified fiscal plan for HTA.

Exhibit 1

Fifth Amended Plan